

**BYLAWS OF THE
BOISE UNITARIAN UNIVERSALIST FELLOWSHIP**

ARTICLE I- NAME AND AFFILIATION

Section 1. Name: The name of this religious society shall be "The Boise Unitarian Universalist Fellowship, Inc." (hereafter "Fellowship").

Section 2. Affiliations: The Fellowship shall be a member of the Unitarian Universalist Association (UUA) of Congregations and the Pacific Northwest District (PNWD) of the UUA or their successors.

ARTICLE II- VISION AND MISSION

Section 1. Vision: We are an inclusive religious community – lifting hearts, broadening minds and honoring the interconnected web of life.

Section 2. Mission: We are a caring community promoting and providing robust religious and intellectual exploration opportunities for children, youth, and adults. We offer creative and inspirational opportunities for worship. We nurture spiritual and personal growth and transformation, foster diversity by reaching out to different communities, and practice justice as individuals and as a community.

ARTICLE III- MEMBERSHIP

Section 1. Qualifications: Any person at least sixteen years of age may join by completing the path to membership and signing the Membership Book. The path to membership is a process approved by the Board. It shall be published on the Fellowship's web site, and made available in the same manner as these bylaws, pursuant to Article X, Section 3. Membership is effective when the Board or Congregation has accepted that the path to membership has been completed, and the Membership Book has been signed. No test of belief shall be imposed as a condition of membership.

Section 2. Nondiscrimination Clause: The Fellowship affirms and promotes the full participation of persons in all our activities and endeavors including membership, programming, hiring practices, and the calling of religious professionals, without regard to age, race, color, gender, disability, sexual orientation and gender identity/expression, class or national origin.

Section 3. Support: Members shall contribute volunteer service and/or monetary support to the Fellowship. Each member shall sign and submit a commitment form annually, specifying what volunteer service and/or financial support is intended to be given. (*Congregational interpretation 5/17/2009: The words "and/or" mean specifying either or both satisfy the requirement, but specifying neither does not satisfy the requirement*).

Section 4. Termination of Membership:

a. Membership shall be terminated upon request of that member. Termination is effective when the Board accepts the request.

b. If it has been more than one (1) year since a member has met the requirements of Section 3 of this

Article, the Board may terminate membership no less than thirty (30) days after notice of termination has been sent to the last known address via first-class mail. Membership is automatically reinstated as soon as the requirements of Section 3 of the Article have been met.

c. Membership can be terminated for actions that threaten the well-being of the Fellowship, provided that due process has been followed pursuant to Section 7 of this article.

Section 5. Non-members: Non-members are encouraged to participate in Fellowship activities and programs. Non-members are not eligible to make motions, vote, or serve on the Board or Nominating Committee. Unless the meeting is in executive session, non-members who have participated in Fellowship activities and programs are welcome and may participate in debate.

Section 6. Record Keeping: The Board Secretary keeps the official membership roll.

Section 7. Disciplinary Procedures: Members shall refrain from conduct injurious to the Fellowship or its purposes. Penalties for such conduct generally fall into the categories of reprimand, suspension, or expulsion. Such penalties may be carried out only after due process has been followed pursuant to the parliamentary authority, with modifications described in the following paragraphs:

a. To start the disciplinary process, five (5) or more members must sign a complaint. Upon presenting the complaint to the Board of Directors, the Board shall appoint an investigating committee.

b. If the investigating committee does not exonerate the accused member, it must draft a resolution preferring charges against the member.

c. If the accused member signs a written request, the charges and the rest of the disciplinary process is brought before the Congregation. If no written request is given, the charges and the rest of the disciplinary process is brought before the Board of Directors.

d. If the charges are brought before the Board of Directors, the Board sets the date for trial, acts as the trial committee, and imposes the penalty. A two-thirds (2/3) vote of the entire membership of the Board is required to impose any penalty on the accused member, including termination of membership.

e. If the charges are brought before the Congregation, the Board must schedule a special meeting of the Congregation at which the charges will be heard, a trial committee will be elected, a date for the trial will be set, and a date for another special meeting of the Congregation will be set to hear the report of the trial committee. At that meeting, the Congregation will vote whether or not to accept the trial committee's recommended penalty. To terminate the membership of the accused, a two-thirds (2/3) vote is required. Any other penalty can be imposed with a majority vote.

ARTICLE IV-CONGREGATIONAL MEETINGS

Section 1. Definition: The words "Congregation" and "Congregational" throughout these bylaws refers to the members (as defined in Article III) at a properly called meeting of the Fellowship, or to the members participating in an absentee ballot vote as described in Section 7 paragraph (b.) in this Article.

Section 2. Regular Meetings: The annual Congregational meeting shall be held each year on the third Sunday of May at such time and place as shall be fixed by the Board of Directors, in order to elect directors, Nominating Committee members, Endowment Committee members if needed, and to transact any other business that may properly come before the Congregation. Pursuant to the Idaho Nonprofit Corporation Act, unless one-third (1/3) or more of the members are present, the only matters that may be voted upon at an annual meeting are those matters that are described in the postmarked meeting notice. *(Congregational interpretation 5/17/2009: At an annual meeting only business mentioned in the call of the meeting can be conducted, unless 1/3 or more of the members are present. In this case, motions can be made and voted upon even if not announced in the call of the meeting. This is called "new business" under Robert's Rules.)*

Section 3. Special Meetings:

a. Special Congregational meetings may be called by the Board when Fellowship issues or these bylaws so require.

b. A special meeting shall be called if a petition, clearly stating the issue to be voted upon and signed by at least fifteen percent (15%) of the membership, is presented to a director of the Board or office staff employed by the Fellowship. The petition must state the date and time of the meeting, subject to the notification requirements as defined in Section 4 of this Article, and the scheduled start time of the meeting must be between 9:00 A.M. and 7:00 P.M. The meeting will be held at the location where regular worship services of the Fellowship are held. Upon presentation of such a petition the director or office staff shall give postmarked notice to the membership, pursuant to Section 4 of this Article, at the Fellowship's expense.

Section 4. Notification Requirements:

a. For all meetings postmarked notice shall be sent to all members, postmarked within ten (10) to forty-five (45) days of the scheduled meeting. Postmarked notice shall include the date, time and place of the meeting with a tentative agenda and statement of the substance to be presented. At the discretion of the Board, emergency meetings may be called with shorter postmarked notice, provided the postmark on the notice is at least two (2) days prior to the meeting, and provided that a good faith attempt is made to give additional notice to all members of the emergency meeting via means as defined in Article VIII, Section 6.

b. When postmarked notice is sent, at the Board's discretion it may include a non-binding straw ballot giving people the opportunity to express an opinion on the issues that are on the tentative agenda. The straw ballot results shall be announced at the meeting.

Section 5. Quorum Requirements:

a. Twenty (20) percent of the membership shall constitute a quorum.

b. Members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting provided that any action taken after the loss of a quorum is approved by the necessary majority of members required to constitute said quorum. *(Congregational interpretation 5/17/2009: For example, if the quorum requirement is 100 members and a 2/3 vote is needed to take action, then there must be 67 affirmative*

votes to adopt the action even if less than 100 members are present.)

Section 6. Voting Requirements:

a. For the following issues a two-thirds (2/3) vote is required to approve: amendment of these bylaws, the calling of a minister, contracts and other matters related to the purchase, sale, or mortgage of real property, or improvements to real property which cost more than 10% of the annual operating budget.

b. A two-thirds (2/3) vote of the entire membership of the Fellowship is required for the dissolution of the Fellowship.

c. Pursuant to the Idaho Nonprofit Corporation Act, main motions and resolutions are passed by a majority vote (unless a higher percentage is required), and the affirmative votes must also constitute a majority (or required percentage) of the required quorum. *(Congregational interpretation 5/17/2009: This means that a significant number of abstentions could cause a vote to fail even if the affirmative votes outnumber the negative. For example, let's say the quorum requirement is 50. The vote count shows that 26 members are in favor and 23 are against. The motion is adopted because the affirmative votes outnumber the negative, and 26 is more than half of 50. If the vote count was 25 in favor and 20 against, the motion would fail because 25 is not more than half of 50.)*

Section 7. Voting Procedure:

a. Proxy voting shall not be allowed. *(Congregational original intent 5/17/2009: This bylaw exists because a piece of paper cannot listen to and reason with meeting participants).*

b. The Board may approve the use of absentee ballots and set the procedure for delivery and counting of absentee ballots, pursuant to the rules for absentee voting in the Idaho Nonprofit Corporation Act. If absentee ballots are used, all votes must be cast by absentee ballot. It is not permitted for a matter to be decided by a voting procedure in which the votes of persons who attend a meeting are counted together with ballots mailed in by absentees. When absentee balloting is used the Board of Directors determines the final wording of the resolution, and there is no opportunity for amendment prior to the vote.

Section 8. Dates of Record:

a. For the purpose of determining members entitled to postmarked notice of a meeting, the Board may fix a future date of record. Members who join after this date of record are not entitled to any notice of the meeting. If the Board does not fix a date of record, the date shall be the day on which postmarked notice of the meeting is mailed. *(Congregational interpretation 5/17/2009: This relieves us of the obligation to send any notice to new members who join after the initial batch of meeting notices is put into the mail, but before the meeting is held. These new members may still attend and vote at the meeting, however, provided they meet the requirements in paragraph (b.) below).*

b. For the purpose of determining members entitled to vote at a meeting, the Board may fix a future date of record. Members who join after this date of record are not entitled to vote at the meeting. If the Board does not fix a date of record, the date shall be the day of the meeting.

Section 9. Approval of Minutes: The Board of Directors has the authority to approve the minutes of

any Congregational meeting. After approval, the minutes of the Congregational meeting shall be made available on the Fellowship's web site and made available at the Fellowship's office upon request of any member.

Section 10. Adopting a Budget: The Board proposes and the Congregation approves a budget. If the Congregation fails to approve a budget by the beginning of the fiscal year, the Board is empowered to do so. The Board may modify a budget after it is approved by the Congregation so long as such modifications are not in conflict with any substantial matter decided upon by the Congregation.

ARTICLE V-BOARD OF DIRECTORS

Section 1. Composition: The Board of Directors shall comprise the directors necessary for the governance of the Fellowship. There shall be nine elected directors, and five of the directors shall be officers which hold the offices of President, Vice President, Past President, Secretary and Treasurer. There shall be four at large directors, who along with the five officers make up the membership of the Board. The President shall have been a member of the Fellowship for at least one year before assuming the office.

- a. The President is the regular presiding officer at Congregational meetings and at meetings of the Board.
- b. The Vice President shall perform the duties of the President in the absence or inability of the President.
- c. The Past President shall perform the duties of the President in the absence or inability of the President and Vice President.

Section 2. Terms of Office:

- a. The President, Vice President, and Past President will each serve a one year term or until a successor is elected. A member accepting the nomination for Vice President should be willing to serve three years on the Board, serving one year as Vice President, one year as President, and one year as Past President, if elected to those positions each year.
- b. The Secretary, Treasurer, and at large directors shall be elected for terms of three years or until their successors are elected.
- c. The term for the Secretary and Director #1 will begin in years evenly divisible by three (3). (*Congregational interpretation 5/17/2009: For example, the year 2010 is evenly divisible by 3.*) The term for Director #2 and Director #3 will begin the next year. The term for the Treasurer and Director #4 will begin the year after that.
- d. The term of office begins at the same time as the new fiscal year as specified in these bylaws.

Section 3. Authority and Duties:

- a. The Board, subject to the prime authority of the Congregation, is the principal policy forming and administrative body of the Fellowship. The Board has full authority and responsibility to act on the

business and programs of the Fellowship, to establish committees, and to delegate authority and responsibility, except as limited by applicable law, these bylaws, and Congregational resolution. *(Congregational interpretation 5/19/2009: See Article IV Section 6, and paragraph (b.) below, for some actions that must be taken by the Congregation).*

b. Only the Congregation has the authority to dismiss the minister, or to involuntarily reduce the total compensation of the minister. These actions can be taken by a majority vote.

c. The Board approves the dates, times, and places at which regular Worship services are held.

d. The officers shall perform the duties prescribed by applicable law, by these bylaws, by direction of the Board, and by the parliamentary authority.

Section 4. Quorum and Voting: A quorum of the Board of Directors consists of a majority of the directors in office immediately before a meeting begins. Pursuant to the Idaho Nonprofit Corporation Act, main motions and resolutions are passed by a majority of the directors present in the room, not including directors who abstain due to a conflict of interest. *(Congregational interpretation 5/17/2009: This means that when a director abstains for any other reason it has the same effect as a NO vote. It also means that a director participating by conference call does not count towards the quorum and does not get to vote.)*

Section 5. Regular Meetings: Regular meetings of the Board will be scheduled by the Board at least monthly.

Section 6. Special Meetings: Special meetings of the Board may be called by the President or any two Board members. Written notice of a special meeting must be given to all Board members at least 48 hours prior to the meeting. The issue(s) to be discussed at the meeting must be stated in the written notice.

Section 7. Open Meetings: Board meetings are open to all members of the Fellowship and to non-members who have participated in Fellowship activities and programs, except when the Board is in executive session. The Board may not vote on a main motion or resolution while in executive session. Non-Board members may speak at Board meetings, but may not make motions or vote.

Section 8. Action Outside of a Meeting: Pursuant to the Idaho Nonprofit Corporation Act, the Board may take action outside of a meeting only if the action is taken by all members of the Board. The action must be evidenced by one (1) or more written consents describing the action taken, and included in the Board minutes reflecting the action taken. Action taken under this section is effective when the last director gives written consent, unless the consent specifies a different effective date. A written consent given under this section has the effect of a meeting vote and may be described as such in any document.

Section 9. Filling Vacancies: Vacancies in Board positions other than President can be filled by appointment of a qualified member by the Board. The appointment lasts until the next annual Congregational meeting, at which time any such vacancy shall be filled by vote of the Congregation for the remainder of the term. If the President is unable to complete the elected term, the Vice President shall assume the position of President. If the Vice President is unable to take the President's position the Board shall call a special Congregational meeting to elect a new President.

Section 10. Removal by Resignation: A director may resign by giving written notice to either the President or the Secretary. A resignation is effective when the written notice is given unless the notice specifies a later effective date.

Section 11. Removal for Non-attendance: If a director misses three (3) consecutive regular Board meetings, he or she may be removed from the Board if a majority of the directors then in office vote for the removal.

Section 12. Removal by Congregation: The congregation may remove one (1) or more directors by rescinding their election.

ARTICLE VI-NOMINATING COMMITTEE

Section 1. Composition and Duties: The Nominating Committee shall consist of five members elected by the Congregation. Members will serve three year rotating terms or until their successors are elected. The term for member #1 and member #2 begins in years evenly divisible by three. (*Congregational interpretation 5/17/2009: For example, the year 2010 is evenly divisible by 3.*) The term for member #3 and member #4 will begin the next year, and the term for member #5 begins the year after that. The Nominating Committee will nominate candidates to replace members whose term has ended on the Board of Directors and the Nominating Committee.

Section 2. Filling Vacancies: Vacancies in Nominating Committee positions shall remain vacant until a qualified member can be elected at a Congregational meeting, after having been nominated by the process described in Section 3 of this Article.

Section 3. Nominating and Election Process: Directors and Nominating Committee members shall be elected at each annual Congregational meeting. Nominations may be made by the Nominating Committee or by petition, as described below. A person cannot be elected without being nominated. Members elected to fill a vacancy created during a term take their position immediately upon election. Members elected for a new term take their position at the beginning of the fiscal year.

a. The Nominating Committee shall select and recommend at least one candidate for each vacancy. Candidate names shall be submitted to the Board at least thirty (30) days prior to the annual meeting.

b. Other candidates who are willing to serve may be nominated by a petition signed by five (5) or more members. The petition shall be presented to the Board at least ten (10) days prior to the annual meeting.

c. If there is no nomination for a vacancy because the deadlines in paragraphs (a.) and (b.) above were not met, or if a nominee withdraws prior to the Congregational meeting, only then are nominations from the floor for that position allowed at the Congregational meeting.

Section 4. Removal of a Member: The Congregation may remove one (1) or more committee members by rescinding their election.

ARTICLE VII – MINISTER

Section 1. Calling a Minister:

- a. The Minister must either be in fellowship with the Unitarian Universalist Association (UUA), or must attain fellowship within one (1) year of being called. The UUA publishes and regularly updates the Settlement Handbook for Ministers and Congregations. The recommendations in the current version of the Handbook, or its successor, shall govern the Ministerial search process in all cases to which the recommendations are applicable and in which the recommendations are not inconsistent with applicable law, the articles of incorporation, these bylaws, and any special rules of order the Fellowship may adopt. Some passages in the Handbook can be interpreted as suggestions rather than recommendations. The Board of Directors is empowered to determine the correct interpretation of any passage in the Handbook and decide if it is a recommendation or suggestion. The Board is also empowered to choose whether or not suggestions will be implemented, or the choice may be delegated to the Search Committee.
- b. The Board shall schedule a special meeting at which members vote to call a Minister. A two-thirds (2/3) vote is required to call a Minister.

Section 2. Freedom of the Pulpit: The Minister shall have the freedom to express personal views in and out of the pulpit.

ARTICLE VIII-GENERAL PROVISIONS

Section 1. Fiscal Year: The fiscal year and the program year of the Fellowship shall extend from July 1 through June 30.

Section 2. Financial Review: At least once every other year, the Board shall arrange for an external review the Fellowship's accounting processes to verify that sufficient procedures are in place to adequately ensure accurate financial statements and prevention of fraud. If the procedures are found to be insufficient, the Board shall arrange for an external full audit of the most recent 12 months of activity. (*Congregational original intent 5/17/2009: The next external review must occur no later than September 30, 2010*).

Section 3. Endowment Fund: An Endowment Fund, whose purpose, governance, and operational procedures shall be defined by special resolution adopted by the Congregation, shall be established.

Section 4. Parliamentary Authority: The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Fellowship in all cases to which they are applicable and in which they are not inconsistent with applicable law, the articles of incorporation, these bylaws, and any special rules of order the Fellowship may adopt.

Section 5. Public Statements: Public statements in the name of the Fellowship on social or other public issues will be made only after a vote of the Congregation, and must include the vote count of those for and against. This does not limit the right of individuals or groups within the Fellowship to make statements in their own name.

Section 6. Definition of Notice and Consent.

- a. When these bylaws refer to a postmarked notice, the notice must be sent in writing via first-class

mail or other means of delivery that are even more reliable than first-class mail.

b. When these bylaws refer to a written notice or a written consent, the communication may take the form described in paragraph (a.) above, or by any written or electronic means which has been approved by the Board of Directors. However, if these bylaws say the written notice must be signed, then electronic means are not acceptable – a piece of paper with an original signature on it is required.

c. When these bylaws refer to a notice or an additional notice, the communication may take the form described in paragraph (a.) or (b.) above, or the communication may also be done via a person-to-person telephone call or by leaving a telephone voice message.

ARTICLE IX - DISSOLUTION OF FELLOWSHIP

Dissolution of the Fellowship, if ever, shall be in accordance with the Articles of Incorporation and Laws of the State of Idaho under the Idaho Nonprofit Corporation Act. Dissolution may be effected only upon a two-thirds (2/3) vote of the entire membership of the Fellowship. Upon dissolution of the Fellowship, all Fellowship assets shall be liquidated and after paying or providing for the payment of all its obligations, the Fellowship shall distribute the remainder of its assets to the Unitarian Universalist Association, Boston, Massachusetts, or its successor.

ARTICLE X - BYLAWS

Section 1. Supersession: Upon adoption, these bylaws supersede all previous bylaws of the Fellowship.

Section 2. Amendment: These bylaws may be amended by a two-thirds (2/3) vote of the Congregation, and provided that the proposed amendments are submitted to the Board in a manner consistent with member notification requirements of these bylaws.

Section 3. Distribution: Official copies of these bylaws, carrying on the last page a record of the original adoption date and a listing of all dates of revision, will at all times be available in the Fellowship building for ready reference and made available to members, friends and guests upon request.

Section 4. History of Adoption and Revisions:

General Revision of bylaws adopted on May 17, 2009

Date Revised, President, Minister
May 17, 2009, Sue Philley, Elizabeth Greene